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INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

 August 1, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of July 29, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

Lessee: Mobil Oil Corporation
3225 Gallows Road
Fairfax, Virginia 22090

A description of the railroad equipment covered by the enclosed document is:

54 covered hoppers set forth on Exhibit A attached thereto

Mr Vernon A Williams
August 1, 1996
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Also enclosed is a check in the amount of \$21 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

AUG 2 1996 -9 35 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of July 29, 1996

between

NORRAIL, INC.,

as Lessor

and

MOBIL OIL CORPORATION,

as Lessee

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of _____, 1996 by and between NORRAIL, INC., a Minnesota corporation ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following:

1. Transportation Equipment, Inc. ("TEI") has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, 54 covered hopper railcars bearing the reporting marks and road numbers indicated on Exhibit A attached hereto, all as more particularly described in that certain Master Rail Car Lease and Service Contract No. L-261-84 dated October 24, 1995 between TEI and Lessee and Rider 31 thereto (such Rider and the Master Rail Car Lease and Service Contract being hereinafter referred to as the "Lease"). therewith.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.
3. TEI has assigned all of its right, title and interest in and to the Lease to Lessor. Lessor is executing this Memorandum of Railcar Lease Agreement as such assignee.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

NORRAIL, INC.
Lessor

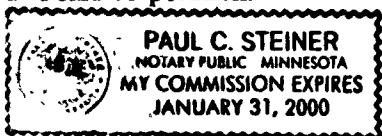
By: Russell D. Adams

MOBIL OIL CORPORATION
Lessee

By: _____

MINNESOTA, County of URGENT
STATE OF ~~MARYLAND, CITY OF BALTIMORE~~, TO WIT:

On this 29th day of July, 1996 before me personally appeared Russell Adams, to me personally known, who being by me duly sworn, says that he is a Vice President of NORRAIL, INC., a Minnesota corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on July 29, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Paul C. Steiner
Notary Public

[Notarial Seal]

My commission expires:

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of _____, 1996 by and between NORRAIL, INC., a Minnesota corporation ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following:

1. Transportation Equipment, Inc. ("TEI") has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, 54 covered hopper railcars bearing the reporting marks and road numbers indicated on Exhibit A attached hereto, all as more particularly described in that certain Master Rail Car Lease and Service Contract No. L-261-84 dated October 24, 1995 between TEI and Lessee and Rider 31 thereto (such Rider and the Master Rail Car Lease and Service Contract being hereinafter referred to as the "Lease"). therewith.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.
3. TEI has assigned all of its right, title and interest in and to the Lease to Lessor. Lessor is executing this Memorandum of Railcar Lease Agreement as such assignee.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

NORRAIL, INC.
Lessor

By: _____

MOBIL OIL CORPORATION
Lessee

By: Wilson G. Bailey

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 29 day of July, 1996 before me personally appeared, Wilson G. Bailey, to me personally known, who being by me duly sworn, says that he is a Lessee of NORRAIL, INC., a Minnesota corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on 7/29, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary F. Timmons
Notary Public

[Notarial Seal]

My commission expires: May 2, 2001

STATE OF _____, COUNTY OF _____, TO WIT:

On this ____ day of _____, 1996 before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of MOBIL OIL CORPORATION, a New York corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on _____, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

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EXHIBIT A

Fifty-Four (54) covered hopper railcars bearing the following reporting marks and numbers:

MBLX 53026	MBLX 53053
MBLX 53027	MBLX 53054
MBLX 53028	MBLX 53055
MBLX 53029	MBLX 53056
MBLX 53030	MBLX 53057
MBLX 53031	MBLX 53058
MBLX 53032	MBLX 53059
MBLX 53033	MBLX 53060
MBLX 53034	MBLX 53061
MBLX 53035	MBLX 53062
MBLX 53036	MBLX 53063
MBLX 53037	MBLX 53064
MBLX 53038	MBLX 53065
MBLX 53039	MBLX 53066
MBLX 53040	MBLX 53067
MBLX 53041	MBLX 53068
MBLX 53042	MBLX 53069
MBLX 53043	MBLX 53070
MBLX 53044	MBLX 53071
MBLX 53045	MBLX 53072
MBLX 53046	MBLX 53073
MBLX 53047	MBLX 53074
MBLX 53048	MBLX 53075
MBLX 53049	MBLX 53126
MBLX 53050	MBLX 53167
MBLX 53051	MBLX 53168
MBLX 53052	MBLX 53169